

Cecilia O'Neil

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ROBERT CASSIAN ANDERSON and
RODNEY ANDERSON,

Plaintiffs,

- against -

AT&T CORP., C. MICHAEL ARMSTRONG and
CHARLES H. NOSKI,

Defendants.

No. 07 Civ. 5913 (mc)

STIPULATION AND ORDER
DISMISSING CERTAIN
ALLEGATIONS AND CLAIMS

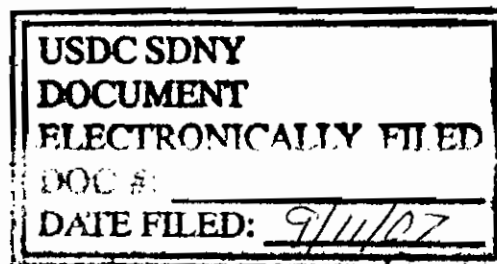
Honorable Miriam Goldman Cedarbaum

WHEREAS, on April 27, 2001, plaintiffs filed a complaint against AT&T Corp., C. Michael Armstrong and Charles H. Noski in the Eastern District of New York under Case No. 01 Civ. 2610 (the "Prior Complaint");

WHEREAS, the Judicial Panel on Multidistrict Litigation thereafter transferred Case No. 01-Civ. 2610 to the District of New Jersey where it was docketed under Case No. 01-CV-2824 and coordinated for pre-trial proceedings with a Consolidated Amended Complaint that was filed in that district under Case No. 01-CV-5364;

WHEREAS, the Prior Complaint alleged that the defendants AT&T Corp., C. Michael Armstrong, and Charles H. Noski were liable for alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934;

WHEREAS, the Consolidated Amended Complaint that was filed in Case No. 00-CV-5364 also alleged, *inter alia*, that the same persons who were defendants in Case No. 01-CV-2824 were liable for alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934;



WHEREAS, certain allegations of the Prior Complaint were the same as or similar to certain allegations in the Consolidated Amended Complaint filed in Case No. 00-CV-5364;

WHEREAS, on January 30, 2002, the New Jersey District Court entered a Memorandum Opinion and Order granting in part and denying in part the motion to dismiss the Consolidated Amended Complaint that was filed by the defendants in Case No. 00-CV-5364;

WHEREAS, the January 30, 2002 Memorandum Opinion and Order in Case No. 00-CV-5364, *inter alia*, (1) dismissed all claims against Charles H. Noski, (2) dismissed the claim against C. Michael Armstrong arising under Section 20(a) of the Securities Exchange Act; and (3) also dismissed the claims as to certain statements, including defendants' forward-looking statements relating to Wireless subscriber growth;

WHEREAS, in an effort to avoid the needless duplication that would be entailed in filing dismissal motions with respect to the Prior Complaint as to matters that the court had already addressed in its ruling in Case No. 00-CV-5364 with respect to the Consolidated Amended Complaint, the parties to the *Anderson* case agreed to stipulate that the holdings of the January 30, 2002 Memorandum Opinion and Order in Case No. 00-CV-5364 should be applied to the Prior Complaint, and entered into a stipulation among themselves to that effect;

WHEREAS, on May 21, 2002, the New Jersey District Court entered an agreed stipulation and order in Case No. 01-CV-2824 (copy attached hereto as Ex. A) (1) dismissing those allegations in the Prior Complaint that would have been dismissed by its January 30, 2002 Memorandum Opinion and Order in Case No. 00-CV-5364 if the Prior Complaint had been consolidated therewith; (2) dismissing all claims against Charles H. Noski consistent with its January 30, 2002 Memorandum Opinion and Order; and (3) requiring AT&T Corp. and C.

Michael Armstrong to answer those allegations of the Prior Complaint that were not deemed to have been dismissed pursuant to its January 30, 2002 Memorandum Opinion and Order;

WHEREAS, on September 25, 2002, AT&T Corp. and C. Michael Armstrong filed their answers to the Prior Complaint (the "Prior Answers");

WHEREAS, on December 22, 2003, the District of New Jersey entered a stipulation of voluntary dismissal without prejudice in Case No. 01-CV-2824 pursuant to which it was agreed that (1) plaintiffs could refile the action only in the Southern District of New York; and (2) upon refile, plaintiffs could only file a pleading identical in form and substance to the Prior Complaint, and defendants were to respond with answers identical in form and substance to their Prior Answers;

WHEREAS, on June 21, 2007, plaintiffs Robert Cassian Anderson and Rodney Anderson filed the current Complaint, which is identical in form and substance to the Prior Complaint;

WHEREAS, the defendants and plaintiffs in Case No. 07 Civ. 5913, through counsel, have met and discussed the effect of the New Jersey District Court's January 30, 2002 Order in Case No. 00-CV-5364 on the allegations of plaintiffs' Complaint and have agreed to the following order.

THEREFORE, IT IS STIPULATED AND AGREED, by and among the undersigned counsel for plaintiffs and defendants that:

1. All claims against individual defendant Charles H. Noski are hereby dismissed with prejudice;
2. Count II of the Complaint, which alleges claims against defendant C. Michael Armstrong and Charles H. Noski pursuant to Section 20(a) of the Securities Exchange Act, is hereby dismissed with prejudice;

3. Other allegations of the Complaint are deemed to have been dismissed to the extent they would have been dismissed by the District of New Jersey's January 30, 2002 Memorandum Opinion and Order in Case No. 00-CV-5364 if this Complaint had been consolidated therewith. Those other allegations that are hereby deemed dismissed include:

(a) all allegations that relate to Mr. Noski's alleged liability under Section 10(b) or Section 20(a) (*i.e.*, paragraphs 13, 58, 59, 60, and 61 in whole, and paragraphs 15, 16, 17, 18, 44, 45, 46, 51, 52, 53 in part);

(b) all allegations that relate to Mr. Armstrong's alleged liability under Section 20(a) of the Securities Exchange Act (*i.e.*, paragraphs 58, 59, 60, and 61 in whole, and paragraphs 16 and 51 in part); and

(c) all allegations that relate to Wireless subscriber growth (*i.e.*, paragraph 36 in part).

5. The answer of defendants AT&T Corp. and C. Michael Armstrong will address only the allegations of the Complaint that are not deemed to have been dismissed pursuant to this stipulation or the New Jersey District Court's January 30, 2002 Memorandum Opinion and Order and May 21, 2002 Order.

DATED: Sep 7, 2007

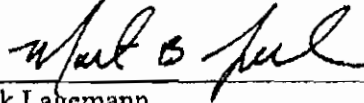
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DATED: 9/7/07

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SO ORDERED:

S | Miriam Goldman Cedarbaum, U.S.D.J.

DATED: September 10, 2007